

RECORDATION NO. 18595-E FILED 1994

JUN 9 - 1994 - 11 35 AM

IN INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF ASSIGNMENT OF LEASES

BETWEEN

ACF INDUSTRIES, INCORPORATED ("DEBTOR")

AND

BA LEASING & CAPITAL CORPORATION  
("SECURED PARTY")

Filed and recorded with the Interstate Commerce Commission  
pursuant to Section 11303, Title 49, United States Code on  
, at , Recordation No.

Memorandum dated as of June 3, 1994 of an assignment of Leases made and entered into as of December 17, 1993, by and between ACF Industries, Incorporated, a New Jersey corporation, as Debtor/Assignor (the "Debtor"), having its principal offices at 3301 Rider Trail South, Earth City, MO 63045, and BA Leasing and Capital Corporation, a California corporation, as Secured Party/Assignee (the "Secured Party"), having its principal offices at Four Embarcadero Center, Suite 1200, San Francisco, CA 94111.

Reference is hereby made to the Leases specified on Exhibit A attached hereto, by and between the Debtor and the Lessee identified on Exhibit A attached hereto (as the same have been and may be amended, supplemented, otherwise modified or renewed from time to time, the "Leases").

W I T N E S S E T H:

1. As used in this Memorandum of Assignment of Leases the following capitalized terms used herein and not otherwise defined herein shall have the meanings specified below:

"Rental Collateral" means all right, title and interest of the Debtor in and to every lease (whether or not such lease is in writing or is for a term certain, including, without limitation, per diem leases), now or hereafter existing, relating to, but only to the extent relating to, the Equipment, including, without limitation, the Leases, (each such lease, including all amendments, riders, supplements, other modifications and schedules thereto and renewals thereof, an "Assigned Lease"), and including, without limitation, the immediate and continuing right to collect and receive any and all payments due and to become due under any Assigned Lease, whether as contractual obligations, damages or otherwise (to the extent such payments are derived from the Equipment) and all Proceeds of any thereof (such payments, the "Assigned Lease Proceeds").

"Equipment" means certain railroad tank cars and covered hopper cars described on Exhibit A attached hereto.

"Proceeds" is defined in the UCC and, in any event, includes, without limitation, (a) any and all proceeds of any insurance, indemnity, warranty or guarantee payable to the Debtor from time to time with respect to any of the Collateral, (b) any and all payments (in any form whatsoever) made or due and payable to the Debtor from time

to time in connection with any requisition, confiscation, condemnation, seizure or forfeiture of any of the Collateral by any governmental authority (or any person acting under color of governmental authority) and (c) any and all other amounts from time to time paid or payable under or in connection with any of the Collateral.

"UCC" shall mean the Uniform Commercial Code as from time to time in effect in the State of New York.

2. The Debtor, pursuant to that certain Assignment and Security Agreement (Chattel Mortgage) dated as of December 17, 1993, between the Debtor and the Secured Party has transferred, conveyed, warranted, mortgaged, delivered, pledged, assigned and granted to the Secured Party, its successors and assigns, all and singular of the Debtor's rights, title and interest in and to the Rental Collateral, rights, interests and privileges, now or hereafter existing, in and to the Rental Collateral and any and all Proceeds thereof (collectively, the "Collateral").

IN WITNESS WHEREOF, the undersigned has cause this instrument to be signed by its corporate officer as of the date first above written.

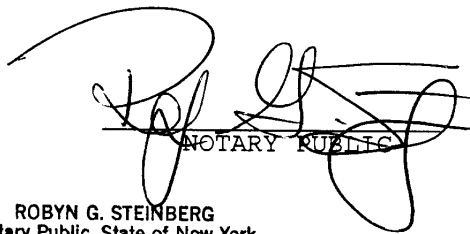
ACF INDUSTRIES, INCORPORATED

By: 

Name: Robert J. Mitchell  
Title: Treasurer

STATE OF NEW YORK     )  
                              ) ss.:  
COUNTY OF NEW YORK    )

On this 3rd day of June, 1994, before me personally appeared Robert J. Mitchell, to me personally known, who being by me duly sworn, says that he is the Treasurer of ACF INDUSTRIES, INCORPORATED, that the foregoing instrument was signed on behalf of said corporation on this 3rd day of June, 1994, and he acknowledged that the execution of the said instrument was his free act and deed.



NOTARY PUBLIC

My commission expires:

ROBYN G. STEINBERG  
Notary Public, State of New York  
No. 01ST5026264  
Qualified in New York County  
Commission Expires April 18, 1996

## EXHIBIT A

EQUIPMENT

<u>LESSEE NAME</u>	<u>CAR SERVICE CONTRACT NO.</u>	<u>IDENTIFYING NUMB (BOTH INCLUSIVE)</u>	<u>NUMBER OF CARS</u>	<u>AAR DESIGNATION</u>
MOBIL OIL CORPORATION	50400010	ACFX 58525	1	C214
MOBIL OIL CORPORATION	50400034	ACFX 58485	16	C214
MOBIL OIL CORPORATION	50400034	58487		C214
MOBIL OIL CORPORATION	50400034	58513		C214
MOBIL OIL CORPORATION	50400034	58519		C214
MOBIL OIL CORPORATION	50400034	58520		C214
MOBIL OIL CORPORATION	50400034	58522		C214
MOBIL OIL CORPORATION	50400034	58533		C214
MOBIL OIL CORPORATION	50400034	58537		C214
MOBIL OIL CORPORATION	50400034	58546		C214
MOBIL OIL CORPORATION	50400034	58550		C214
MOBIL OIL CORPORATION	50400034	58557		C214
MOBIL OIL CORPORATION	50400034	58570		C214
MOBIL OIL CORPORATION	50400034	58595		C214
MOBIL OIL CORPORATION	50400034	58598		C214
MOBIL OIL CORPORATION	50400034	58602		C214
MOBIL OIL CORPORATION	50400034	58606		C214
MOBIL OIL CORPORATION	50400037	ACFX 53317	28	C214
MOBIL OIL CORPORATION	50400037	56808		C214
MOBIL OIL CORPORATION	50400037	58500		C214
MOBIL OIL CORPORATION	50400037	58507		C214
MOBIL OIL CORPORATION	50400037	58512		C214
MOBIL OIL CORPORATION	50400037	58516		C214
MOBIL OIL CORPORATION	50400037	58529		C214
MOBIL OIL CORPORATION	50400037	58531		C214
MOBIL OIL CORPORATION	50400037	58541		C214
MOBIL OIL CORPORATION	50400037	58543		C214
MOBIL OIL CORPORATION	50400037	58548		C214
MOBIL OIL CORPORATION	50400037	58578		C214
MOBIL OIL CORPORATION	50400037	58580		C214
MOBIL OIL CORPORATION	50400037	58581		C214
MOBIL OIL CORPORATION	50400037	58582		C214
MOBIL OIL CORPORATION	50400037	58603		C214
MOBIL OIL CORPORATION	50400037	58604		C214
MOBIL OIL CORPORATION	50400037	58609		C214
MOBIL OIL CORPORATION	50400037	58616		C214
MOBIL OIL CORPORATION	50400037	58626		C214
MOBIL OIL CORPORATION	50400037	58627		C214
MOBIL OIL CORPORATION	50400037	58632		C214
MOBIL OIL CORPORATION	50400037	58634		C214
MOBIL OIL CORPORATION	50400037	58642		C214
MOBIL OIL CORPORATION	50400037	58643		C214
MOBIL OIL CORPORATION	50400037	58970		C214
MOBIL OIL CORPORATION	50400037	58971		C214
MOBIL OIL CORPORATION	50400037	58975		C214
MOBIL OIL CORPORATION	50400038	ACFX 58486	26	C214
MOBIL OIL CORPORATION	50400038	58491		C214
MOBIL OIL CORPORATION	50400038	58497		C214
MOBIL OIL CORPORATION	50400038	58499		C214
MOBIL OIL CORPORATION	50400038	58505		C214
MOBIL OIL CORPORATION	50400038	58514		C214
MOBIL OIL CORPORATION	50400038	58515		C214
MOBIL OIL CORPORATION	50400038	58523		C214
MOBIL OIL CORPORATION	50400038	58538		C214
MOBIL OIL CORPORATION	50400038	58540		C214
MOBIL OIL CORPORATION	50400038	58553		C214
MOBIL OIL CORPORATION	50400038	58555		C214

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MOBIL OIL CORPORATION	50400038	58558		C214
MOBIL OIL CORPORATION	50400038	58562		C214
MOBIL OIL CORPORATION	50400038	58572		C214
MOBIL OIL CORPORATION	50400038	58583		C214
MOBIL OIL CORPORATION	50400038	58588		C214
MOBIL OIL CORPORATION	50400038	58591		C214
MOBIL OIL CORPORATION	50400038	58597		C214
MOBIL OIL CORPORATION	50400038	58599		C214
MOBIL OIL CORPORATION	50400038	58617		C214
MOBIL OIL CORPORATION	50400038	58620		C214
MOBIL OIL CORPORATION	50400038	58637		C214
MOBIL OIL CORPORATION	50400038	58638		C214
MOBIL OIL CORPORATION	50400038	58967		C214
MOBIL OIL CORPORATION	50400038	58969		C214
MOBIL OIL CORPORATION	50400039	ACFX 58473	13	C214
MOBIL OIL CORPORATION	50400039	58475		C214
MOBIL OIL CORPORATION	50400039	58476		C214
MOBIL OIL CORPORATION	50400039	58526		C214
MOBIL OIL CORPORATION	50400039	58549		C214
MOBIL OIL CORPORATION	50400039	58554		C214
MOBIL OIL CORPORATION	50400039	58630		C214
MOBIL OIL CORPORATION	50400039	58645		C214
MOBIL OIL CORPORATION	50400039	58647		C214
MOBIL OIL CORPORATION	50400039	58648		C214
MOBIL OIL CORPORATION	50400039	58649		C214
MOBIL OIL CORPORATION	50400039	58658		C214
MOBIL OIL CORPORATION	50400039	58659		C214
MOBIL OIL CORPORATION	50400040	ACFX 58518	15	C214
MOBIL OIL CORPORATION	50400040	58527		C214
MOBIL OIL CORPORATION	50400040	58535		C214
MOBIL OIL CORPORATION	50400040	58539		C214
MOBIL OIL CORPORATION	50400040	58556		C214
MOBIL OIL CORPORATION	50400040	58561		C214
MOBIL OIL CORPORATION	50400040	58596		C214
MOBIL OIL CORPORATION	50400040	58610		C214
MOBIL OIL CORPORATION	50400040	58612		C214
MOBIL OIL CORPORATION	50400040	58615		C214
MOBIL OIL CORPORATION	50400040	58619		C214
MOBIL OIL CORPORATION	50400040	58621		C214
MOBIL OIL CORPORATION	50400040	58633		C214
MOBIL OIL CORPORATION	50400040	58640		C214
MOBIL OIL CORPORATION	50400040	58641		C214
MOBIL OIL CORPORATION	50400041	ACFX 58510	13	C214
MOBIL OIL CORPORATION	50400041	58547		C214
MOBIL OIL CORPORATION	50400041	58566		C214
MOBIL OIL CORPORATION	50400041	58575		C214
MOBIL OIL CORPORATION	50400041	58577		C214
MOBIL OIL CORPORATION	50400041	58589		C214
MOBIL OIL CORPORATION	50400041	58592		C214
MOBIL OIL CORPORATION	50400041	58594		C214
MOBIL OIL CORPORATION	50400041	58608		C214
MOBIL OIL CORPORATION	50400041	58629		C214
MOBIL OIL CORPORATION	50400041	58639		C214
MOBIL OIL CORPORATION	50400041	58973		C214
MOBIL OIL CORPORATION	50400041	58979		C214
MOBIL OIL CORPORATION	50400043	ACFX 58501	15	C214
MOBIL OIL CORPORATION	50400043	58502		C214

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MOBIL OIL CORPORATION	50400043	58503		C214
MOBIL OIL CORPORATION	50400043	58504		C214
MOBIL OIL CORPORATION	50400043	58509		C214
MOBIL OIL CORPORATION	50400043	58528		C214
MOBIL OIL CORPORATION	50400043	58542		C214
MOBIL OIL CORPORATION	50400043	58573		C214
MOBIL OIL CORPORATION	50400043	58586		C214
MOBIL OIL CORPORATION	50400043	58965		C214
MOBIL OIL CORPORATION	50400043	58968		C214
MOBIL OIL CORPORATION	50400043	58972		C214
MOBIL OIL CORPORATION	50400043	58974		C214
MOBIL OIL CORPORATION	50400043	58983		C214
MOBIL OIL CORPORATION	50400043	58985		C214
MOBIL OIL CORPORATION	50400047	ACFX 58489	5	C214
MOBIL OIL CORPORATION	50400047	58492		C214
MOBIL OIL CORPORATION	50400047	58494		C214
MOBIL OIL CORPORATION	50400047	58495		C214
MOBIL OIL CORPORATION	50400047	58978		C214
MOBIL OIL CORPORATION	50400048	ACFX 58646	3	C214
MOBIL OIL CORPORATION	50400048	58651		C214
MOBIL OIL CORPORATION	50400048	59187		C214